

- 2) The USF obligation is not a tax; therefore, universal service obligations cannot be treated as a non-dischargeable tax liability in the bankruptcy proceeding.

Sale of Customer Base Asset (does not involve a Bankruptcy):

- 1) The date of sale listed on the Asset Purchase Agreement or similar document is the key date when completing the following procedures; not the date the purchaser starts using the assets or the date the FCC approves the sale.

Example: Company A only sells a portion of its customer base (the Sold Customer Base) on 2/15/99 to Company B, and is still in operation. Company A is responsible for reporting Sold Customer Base revenue for the period January 1 – December 31, 1998, on the April 1 worksheet. Company A must also report Sold Customer Base revenue for January 1 through February 15, 1999 on the September 1 worksheet. Company B must report Sold Customer Base revenue for February 15 through June 30, 1999, on the September 1, 1999, worksheet.

It is encouraged that Company A (selling party) review the Asset Purchase Agreement to insure that the agreement reflects the continued universal service obligation (until June 2000) of Company A for assets that Company B (purchasing party) is receiving, and include an estimate of that obligation in the sale price. It is the responsibility of the seller to include this in the sale agreement. USAC will not pro-rate invoices.

Example: Company A sells its entire Customer Base to Company B on 2/15/99. Company A is dissolved on 2/15/99. Company A is responsible for paying contributions through the end of 1Q99 (January, February, and March). Company B must pay April through June 1999 invoices. Company B is responsible for reporting the customer base revenue for January 1 through December 31, 1998, on its April 1, 1999, worksheet (even though the revenue was generated by the customer base while owned by Company A). For calculating Company B's July through December 1999 invoices, we will take the April 1999 form filed by Company B and subtract the September 1998 filings for both Company A and B.

Sale of Customer Base Asset (Bankruptcy involved):

- 1) Company A in Bankruptcy (filed prior to 1Q99) sells entire customer base to Company B on 2/15/99. Company A must complete paying post-petition invoices until the end of that quarter (January, February, and March). Company A then does not have any future obligation, unless it pursues more customers and generate new revenue. They must report the new revenue from the new customers on the next applicable worksheet. Company B does not have to report any revenue, or pay any obligations as a result of the purchased assets, until September 1999. On the September form, Company B will report revenue generated 2/15/99 – 6/30/99.

- 2) Company A in Bankruptcy (filed prior to 1Q99) sells a portion of its customer base to Company B on 2/15/99. Company A must pay post-petition invoices, and is responsible for reporting January 1 – February 15, 1999, invoices on its September 1999 form. Company B must report February 15 forward revenue on its worksheet. Because Company B will not have an obligation from revenue generated by the customer base purchased by Company A in bankruptcy, there is no need to include a continued obligation in the sale price.

Recommended USAC Executive Committee Action:

APPROVAL OF THE FOLLOWING USAC EXECUTIVE COMMITTEE
RESOLUTION:

RESOLVED, That the USAC Executive Committee recommends to the USAC Board of Directors to direct staff to implement the foregoing Procedures for the Required Filing and Follow-up of Contribution Reports for Companies involved in the Transfer and/or Sale of Assets as presented, and directs staff to apply the stated procedures and provide follow-up on reporting companies as noted.

Recommended USAC Board of Directors Action:

APPROVAL OF THE FOLLOWING USAC BOARD OF DIRECTORS RESOLUTION:

RESOLVED, That the USAC Board of Directors accepts the recommendation of the USAC Executive Committee to direct staff to implement the foregoing Procedures for the Required Filing and Follow-up of Contribution Reports for Companies involved in the Transfer and/or Sale of Assets as presented, and directs staff to apply the stated procedures and provide follow-up on reporting companies as noted.

Bellucci, Vicky - by telephone	MCIWorldCom
Blackwell, Mel	USAC
Flannery, Irene	FCC
Harrison, Gina	NECA
Howard, Cathy	USAC
Moore, Kate	USAC
Ricker, John	NECA
Snegireff, Petre	PricewaterhouseCoopers

Action Items

- a1. **Approval of the Minutes.** On a motion duly made and seconded, the Board approved the minutes, as distributed, of the quarterly meeting of Tuesday, October 26, 1999.

On a motion duly made and seconded, the Board unanimously agreed at 9:03 a.m. Eastern Time to go into Executive Session for the purpose of discussing USAC financial and corporate issues, and to discuss current procurement issues. On a motion duly made and seconded, the Board unanimously agreed at 9:32 a.m. Eastern Time to adjourn from Executive Session and reconvene in Open Session to report out the discussion and the action of the Board.

Executive Session

- 113. Corporate and Financial Issues.** USAC has been notified informally by FCC staff that the FCC is considering categorizing the Universal Service Fund as "federal funds" for accounting and financial reporting purposes. The FCC and USAC staff are working together to determine the ramifications of such a change. USAC has communicated its need to the FCC for formal written direction from the FCC prior to making significant operational changes. Ms. Parrino will keep the Board members informed as developments warrant.

Contract and Request for Proposals (RFP) Review. Mr. Barash reported that the RFP process for programmatic support services for the Schools and Libraries and the Rural Health Care Programs is on schedule and going well. USAC anticipates receiving bids from several firms and has established an internal evaluation team to consider the proposals.

Action Items (Continued)

- a2. **Annual Election of Officers, Officers' Terms, Election of Committee Chairs and Vice-Chairs, and Restructuring of the Executive Committee.** Ms. Parrino summarized the

resolutions as recommended by the Nominating Committee.

On a motion duly made and seconded, the Board unanimously (except as noted) adopted the following resolutions:

RESOLVED, That the USAC Board of Directors accepts the recommendations of the USAC Nominating Committee that: (1) in addition to the annual election of officers, all Committee chairs and vice-chairs shall also be elected annually; (2) the first election for Committee chairs and vice-chairs shall occur at the election of officers at the January 2001 Board of Directors meeting; (3) there shall be no term limits imposed on officer and Committee chair and vice-chair positions; and (4) there shall be no automatic succession of positions; and,

RESOLVED FURTHER, That the USAC Board of Directors accepts the recommendations of the USAC Nominating Committee to elect Mr. Frank Gumper as Chair of the Board of Directors, Dr. Henry Marockie as Vice-Chair, Mr. Ed Gehler as Secretary, and Mr. Wayne Reinberger as Treasurer for the term of one year that shall begin at the conclusion of the January 2000 Board meeting and that shall conclude at the close of the January 2001 Board meeting; and,

RESOLVED FURTHER, That the USAC Board of Directors elects Ms. Cheryl L. Parrino as CEO of the Universal Service Administrative Company for the term of one year that shall begin at the conclusion of January 2000 Board meeting and that shall conclude at the close of the January 2001 Board meeting (Ms. Parrino abstained.); and,

RESOLVED FURTHER, That the USAC Board of Directors elects Mr. D. Scott Barash as Assistant Secretary and Mr. Robert Hage as Assistant Treasurer of USAC for the term of one year that shall begin at the conclusion of the January 2000 Board meeting and that shall conclude at the close of the January 2001 Board meeting; and

RESOLVED FURTHER, That the USAC Board of Directors accepts the recommendation of the USAC Nominating Committee to restructure the Executive Committee, and that, effective at the conclusion of the January 2000 Board meeting, the Executive Committee of the USAC Board of Directors shall consist of the following nine members: the Chair of the High Cost and Low Income Committee, the Chair of the Rural Health Care Committee, the Chair of the Schools and Libraries Committee, the Chair of the USAC Board, the Vice-Chair of the USAC Board, the Secretary of the USAC Board, the Treasurer of the USAC Board, the most recent past Chair of the USAC Board, and the Chief Executive Officer of USAC; and,

RESOLVED FURTHER, That the USAC Board of Directors appoints to the Executive Committee, effective at the conclusion of the January 2000 Board meeting, the following members of the USAC Board of Directors: the Chair of the High Cost and Low Income Committee, the Chair of the Rural

Health Care Committee, the Chair of the Schools and Libraries Committee, the Chair of the USAC Board, the Vice-Chair of the USAC Board, the Secretary of the USAC Board, the Treasurer of the USAC Board, the most recent past Chair of the USAC Board, and the Chief Executive Officer of USAC.

The Board expressed concern that nine members on the Executive Committee is more than is customary for such a committee and DIRECTED the members to monitor the meetings throughout the upcoming year for any problems due to such a large group and to recommend any changes in membership to the Board if the Committee feels such an action is warranted.

Ms. Parrino clarified for the Board that Committee Chairs and Vice-Chairs are elected by the full Board but at the recommendation of each respective Committee. In the past, the Board has not rejected any recommendations from the Committees for Committee Chairs and Vice-Chairs.

On behalf of the whole Board, Mr. Gumper thanked Ms. Rosenblum for her service as Chair on the Board. He announced that since he will be taking over the Chair of the Board position, he intends to step down as a member of the Schools and Libraries Committee. Ms. Rosenblum stated that the appointment of a new member to the Schools and Libraries Committee to replace Mr. Gumper would take place under the Miscellaneous Action Item of the meeting. Ms. Parrino informed the Board that Mr. Gumper represented service providers on the Schools and Libraries Committee.

- a3. **Approval of an Uncollectible Write-off Policy.** Ms. Parrino reported that the Executive Committee is recommending to the Board to adopt a policy establishing how to handle uncollectible contributions. USAC staff cannot and does not recommend writing off uncollectible amounts; only the FCC has the authority to waive or otherwise modify a carrier's contribution requirement.

On a motion duly made and seconded, the Board unanimously adopted the following resolution: **RESOLVED**, that the USAC Board of Directors accepts the recommendation of the USAC Executive Committee to direct staff to establish an accounting reserve against uncollectible accounts receivable in conformity with generally accepted accounting principles and to direct staff to continue the current practice of stating accounts receivable balances from all companies regardless of collectibility in the accounts receivable aging analysis.

- a4. **Approval of Reporting Requirements for Companies Involved in the Transfer and/or Sale of Assets.** Mr. Haga explained that USAC has followed the policies set forth in the issue paper; staff is now requesting formal Board approval of the procedures. The Board DIRECTED staff to clearly state in the procedures that parties to a sale of assets may negotiate arrangements to handle the reporting of revenue with respect to those assets and that USAC would honor specific obligations when provided with documentation which obligates one party.

to report the revenues associated with the assets for Universal Service purposes.

On a motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, That the USAC Board of Directors accepts the recommendation of the USAC Executive Committee to direct staff to implement the foregoing Procedures for the Required Filing and Follow-up of Contribution Reports for Companies Involved in the Transfer and/or Sale of Assets as presented, and directs staff to apply the stated procedures and provide follow-up on reporting companies as noted.

- a5. **Modification of USAC Investment Strategy.** Mr. Perkins informed the Board that the FCC has requested USAC to move its investments into federal government issued securities. Board members questioned the authority of the FCC to make such a request in light of the fact that such a change could potentially decrease the returns on the investments. The following resolution was duly made and seconded, but no action was taken on the motion: **Resolved**, that the USAC Board of Directors accepts the recommendation of the Executive Committee to retain the existing USAC investment guidelines and adopt the investment strategy presented by the staff herein until such time as circumstances require or allow a change in this investment approach.

The Board discussed the actions staff had taken, consistent with current investment guidelines, and determined additional information should be provided to the Board and that the Executive Committee should take action soon to adopt or reject the revised investment strategy. On a motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, That the USAC Board of Directors directs staff to retain the USAC investment guidelines that have been in place since January 3, 2000, until such time as the CED is able to clarify with the FCC which entity has the proper authority to make changes to USAC's investment strategy, and directs the CED to report the findings to the Executive Committee for further review.

The Board DIRECTED staff to produce a document detailing the pros and cons of the current strategy versus the strategy proposed by the FCC and to send a copy to each member.

- a6. **Approval of a Statement of Ethical Conduct for Members of the USAC Board of Directors.** Mr. Barash explained to the Board that the Executive Committee, upon review of the Statement as presented to them by the Nominating Committee at its recent quarterly meeting, noted that the document did not indicate to whom a Board member should report to if a conflict should arise or for advice on whether a known upcoming situation may constitute an ethical conflict. Therefore, the Executive Committee passed a resolution adding this information to the document. Mr. Barash distributed a copy of the revised document to the Board and

Indicated that the General Counsel of USAC was added as the contact person.

On a motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, That the USAC Board of Directors accepts the recommendation made by the Nominating Committee and the Executive Committee to approve the proposed revised *Statement of Ethical Conduct for Members of the USAC Board of Directors*.

- a7. **Approval of Annual 2000 and 2nd Quarter 2000 USAC Common and Consolidated Budget.** Ms. Parrino noted a change to Attachment C with respect to one of the explanations provided. Ms. Parrino also pointed out that two contingencies have been factored into the budget. First, \$900,000 has been added to cover the estimated cost of recoding the data of the High Cost forward-looking model--if USAC is indeed asked to do so by the FCC. Second, \$3.8 million has been added for transition costs in the event that USAC selects a vendor other than the current vendor for the programmatic support services for the Schools and Libraries Program. No contingency has been factored in for possible transition costs if a new vendor is chosen for the programmatic support services for the Rural Health Care Program because staff believes that the expected cost savings in combining the administration of the two Programs will offset any transition costs. With the contingencies, the budget is 10.6 percent lower than the pre-merger budget; without the contingencies, it would be 21 percent below the pre-merger budget. Overall, the budget has decreased in comparison to budgeted 1999 expenses.

Ms. Parrino further explained that the increase in "Salaries and Benefits" is driven by three factors: (1) For the year 2000, the cost of USAC's benefits increased 22 percent due to an increase in rates by USAC's benefits administrator. Staff has been directed to review other providers in an effort to determine if reasonable benefits can be offered to the employees at a lower cost; (2) Additional positions in the USAC organization are necessary in order to provide quality service to the stakeholders and to run the new High Cost Model. Bringing more work in-house than reduces the costs of outside contracts; and (3) USAC is requesting an increase of up to 4.5 percent in salaries for all USAC employees with the company on or before October 1, 1999, in an effort to keep the wages inline with the local labor workforce. The 4.5 percent figure is based on comparing USAC salaries to other current salary surveys for the local labor workforce and the federal government's increase of 4.9 percent in salaries for the year 2000.

On a motion duly made and seconded, the Board unanimously adopted the following resolutions:

RESOLVED, That the USAC Board of Directors accepts the recommendation of the Executive Committee to approve a 2nd

Quarter 2000 USAC common budget of \$834,900; and

RESOLVED FURTHER, That the USAC Board of Directors accepts the recommendation of the Executive Committee to approve a 2nd Quarter 2000 USAC consolidated budget of \$9,835,600; and

RESOLVED FURTHER, That the USAC Board of Directors accepts the recommendation of the Executive Committee to approve a 2000 annual USAC common budget of \$2,913,900; and

RESOLVED FURTHER, That the USAC Board of Directors accepts the recommendation of the Executive Committee to approve a 2000 annual USAC consolidated budget of \$41,221,700.

- a8. **Approval of 2nd Quarter 2000 Revenue Projections and Resolutions for the February 2000 FCC Filing.** Mr. Hagg reported that the revenue base has increased as expected.

On a motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, that the USAC Board of Directors, having reviewed a summary of the current status of telecommunications service provider revenues for January through June 1999, authorizes staff to proceed with the required February 2, 2000, filing to the FCC on behalf of USAC. If the revenue estimate in the filing varies from the revenue estimate included in Board materials by an amount greater than \$2.5 billion, the staff will seek the approval of the Board to file the revised revenue estimate.

- a9. **Approval of the Outline for the Annual Report to the FCC and Congress.** Mr. Blackwell informed the Board that the outline for the Annual Report has not changed since the last time it was presented to the Board at the quarterly October 1999 Board meeting. Staff has met with the FCC on several occasions to verify the information that the FCC expects to find in the final report and staff continues to do so in an effort to conform to FCC directives. He reminded the Board members that a draft version of the report has been sent to each member via email and welcomes their comments. He noted that in order to stay on schedule and have the report ready by March 31, he requests the comments by February 14. Board members suggested adding pictures of Universal Service in action, but only if the cost is not prohibitive.

On a motion duly made and seconded, the Board unanimously adopted the following resolutions:

RESOLVED, That the USAC Board of Directors approves the Outline for the Annual Report as reviewed; and

RESOLVED FURTHER, That the USAC Board of Directors delegates the final review and approval of the Annual Report to the Executive Committee and directs staff to provide each

Board member with a copy of the final Annual Report.

On a motion duly made and seconded, the Board unanimously agreed to recess at 10:30 a.m., subject to the call of the Chair.

At 10:53 a.m., the Board reconvened. Ms. Rosenblum called the meeting to order and asked that the roll be taken. Ms. Cathy Howard, Executive Assistant to the CEO of USAC, called the roll for Mr. Robert Haga, Acting Secretary.

Thirteen of the nineteen elected members were present, representing a quorum:	
Bryant, Anne - by telephone	Eiehler, Ed - by telephone
Gold, Heather	Gumper, Frank
Hess, Kevin	Jackson, Jimmy
Marockie, Dr. Hank	Ouye, Kathleen
Parrino, Cheryl	Rehberger, Wayne - by telephone
Rosenblum, Lisa	Sanders, Dr. Jay
Talbott, Brian	

a10. Miscellaneous.

- Election of a Board Member to the USAC Schools and Libraries Committee Due to the Resignation of Committee Member Mr. Frank Gumper, Ms. Ouye reported to the Board that during the aforementioned recess, the members of the Schools and Libraries Committee met to determine nominations for the position vacated by Mr. Gumper on that Committee. The Committee submitted to the Board the nomination of Ms. Lisa Rosenblum, who represents service providers.

On a motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, That the USAC Board of Directors elects Ms. Lisa Rosenblum to the USAC Schools and Libraries Committee.

Information Items

11. **Report of Legislative and Media Activity.** For information only. No discussion held.
12. **Treasurer's Report.** For information only. No discussion held.
13. **Regulatory Report.** For information only. No discussion held.
14. **Report on Accounts Receivable and Collection Efforts.**

- For information only. No discussion held.
- 15. Status of Form 457 Audit. For information only. No discussion held.
 - 16. Bankruptcy Report. For information only. No discussion held.
 - 17. Status of Financial and Operational Audits of USAC. For information only. No discussion held.
 - 18. Status of the Consolidation of Data Collection. For information only. No discussion held.
 - 19. Status of USAC Clarification Requests at the FCC. For information only. No discussion held.
 - 110. USAC Timeline and Key Dates. For information only. No discussion held.
 - 111. Report of USAC Program Enforcement Issues. For information only. No discussion held.
 - 112. Status Report on the Readiness of USAC Operations for the Year 2000. For information only. No discussion held.
 - 113. Contract and RFP Review. See Executive Session Corporate and Financial Issues. See Executive Session
 - 114. Miscellaneous. None.

Rural Health Care Program

- 115. Rural Health Care Program Status Report. For information only. No discussion held.
- 116. Status of the Implementation of Program Changes. For information only. No discussion held.
- 117. Review of Annual 2000 and 3rd Quarter 2000 Rural Health Care Programmatic Budget. For information only. No discussion held.
- 118. Review of 2nd Quarter 2000 Rural Health Care Projections and Resolution on the February 2000 FCC Filing. For information only. No discussion held.
- 119. Miscellaneous. None.

Schools & Libraries Program

- 120. Schools and Libraries Program Update. For information only. No discussion held.
- 121. Review of Annual 2000 and 3rd Quarter 2000 Schools and Libraries Programmatic Budget. For information only. No discussion held.
- 122. Review of 2nd Quarter 2000 Schools and Libraries Projections and Resolution on the February 2000 FCC Filing. For information only. No discussion held.
- 123. Miscellaneous. None.

High Cost and Low Income Programs

- 124. High Cost Program Status Report. For information only. No discussion held.
- 125. Low Income Program Status Report. For information only. No discussion held.

126. Report on the Implementation of the New High Cost Program for Non-Rural Companies. For information only. No discussion held.
127. Review of Annual 2000 and 2nd Quarter 2000 High Cost and Low Income Programmatic Budget. For information only. No discussion held.
128. Review of 2nd Quarter 2000 High Cost and Low Income Projections and Resolution on the February 2000 FCC Filing. For information only. No discussion held.
129. Miscellaneous. None.

There being no further business to attend to, Ms. Rosenblum adjourned the meeting at 10:56 a.m. Eastern Time.

Robert W. Haga
Acting Secretary/Treasurer

Date

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ATTACHMENT J

TEXAS SECRETARY OF STATE, CORPORATE RECORD

Name: U.S. REPUBLIC COMMUNICATIONS, INC.

**Principal Place of Business: 3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146**

**Principal Office: 3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146**

**Tax Address: PO BOX 22923
JACKSON, MISSISSIPPI 39225-2923**

Type of Corporation: DOMESTIC PROFIT

Status: DEAD

Status Comment: DISSOLUTION

Status Date: 03/22/2001

Filing Date: 06/06/1996

Duration: PERPETUAL

State of Incorporation: TEXAS

Registered Agent: MICHAEL G HOFFMAN

**Registered Office: 1600 VICEROY DR
DALLAS, TEXAS 75235-2306**

Assumed Names: BIZONTHE.NET
Status: ACTIVE
Counties: ALL
Filed: 02/18/1999
Duration: 10 YEARS
Expiration: 02/18/2009

Parent Company: VARTEC TELECOM, INC
Number: 11054871-00
Type: DOMESTIC PROFIT
State: TEXAS
% Owned: 81

Capital/Stock: 10MIL AT \$.01

Tax Year: 1998

State Tax ID: 017526549393

Incorporators: MICHAEL G HOFFMAN, LANCASTER, TEXAS

Officers, Directors and Management:

REMY, T GARY
PRESIDENT
(BOTH OFFICER AND DIRECTOR)
3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146

MITCHELL, A JOE JR
VICE PRESIDENT
(BOTH OFFICER AND DIRECTOR)
3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146

JOHNSON, TOM D
TREASURER
(OFFICER)
3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146

HOFFMAN, MICHAEL G
SECRETARY
(BOTH OFFICER AND DIRECTOR)
3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146

EGGER, GARY D
ASSISTANT TREASURER
(OFFICER)
3200 W PLEASANT RUN RD STE 100
LANCASTER, TEXAS 75146

HEALEA, ROBERT J
ASSISTANT TREASURER
(OFFICER)
PO BOX 22923
JACKSON, MISSISSIPPI 39225

Number: 01402030-00

Filing History:

Date	Transaction
06/06/1996	ARTICLES OF INCORPORATION
04/17/1998	PUBLIC INFORMATION REPORT FILED
12/07/1998	PUBLIC INFORMATION REPORT FILED
12/07/1998	PUBLIC INFORMATION REPORT FILED
02/18/1999	ASSUMED NAME ADD
02/18/1999	ASSUMED NAME ADD
08/14/2000	CHANGE OF REGISTERED AGENT
03/22/2001	VOLUNTARY DISSOLUTION

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FCC Form 499-A Telecommunications Reporting Worksheet

DETAILED INFORMATION

Filer Identification Information:**No Longer Active as of 8/14/2001.****All assets of this company have been sold to another party.****Historical Data:**

499 Filer ID Number: 811765
Registration Current as of: 4/2/2001
Legal Name of Reporting Entity: VarTec Telcom, Inc.
Doing Business As: U.S. Republic Communications, Inc.
Principal Communications Type: Toll Reseller
Universal Service Fund Contributor: No
(Contact USAC at 888-641-8722 if this is not correct.)
Holding Company:
Registration Number (CORESID):
Management Company:
Headquarters Address: 1600 Viceroy Dr.
City: Dallas
State: TX
ZIP Code: 75235
Customer Inquiries Address:
City:
State:
ZIP Code:
Customer Inquiries Telephone: 800-480-9080
Other Trade Names: U. S. Republic Communications, Inc.

Agent for Service of Process:
Local/Alternate Agent for Service of Process:Telephone:
Extension:
Fax:
E-mail:Business Address of Agent for Mail or Hand Service of Documents:
City:
State:
ZIP Code:D.C. Agent for Service of Process: CT Corporation System
Telephone: 202-393-1747
Extension:
Fax: 202-393-1760
E-Mail:

Business Address of D.C. Agent for
Mail or Hand Service of Documents:

City: 1025 Vermont Ave., NW
State: Washington
ZIP Code: DC
20005

FCC Registration Information:

Chief Executive Officer:

Business Address:

City:
State:
ZIP Code:

Chairman or Other Senior Officer:

Business Address:

City:
State:
ZIP Code:

President or Other Senior Officer:

Business Address:

City:
State:
ZIP Code:

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Federal Communications Commission
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Washington, DC 20554
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5322)
TTY: 1-888-TELL-FCC (1-888-835-
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CONNERS
& BERRY**

PLC

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POST OFFICE BOX 198062
NASHVILLE, TENNESSEE 37219

Henry Walker
(615) 252-2363
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Email: hwalker@bccb.com

TELEPHONE (615) 244-2582

FACSIMILE (615) 252-2380

INTERNET WEB <http://www.bccb.com/>

February 11, 2000

David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**In Re: U.S. Republic Settlement
Docket 99-0793**

Dear David,

In regard to the Settlement Agreement between the TRA and U.S. Republic, I have given the Authority a check for \$45,200, as provided in the settlement. I have also confirmed that Alliance, the company to which U.S. Republic will transfer its Tennessee-based long distance customers, has no relationship to U.S. Republic. Finally, the attached corporate organizational chart shows that U.S. Republic is a corporate subsidiary of Telephone Electronics Corporation and Vartec Telecom, both of which hold certificates to provide telephone service in Tennessee. Based on my conversations with the TRA Staff, neither company has received complaints of the type which generated this proceeding.

Sincerely,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

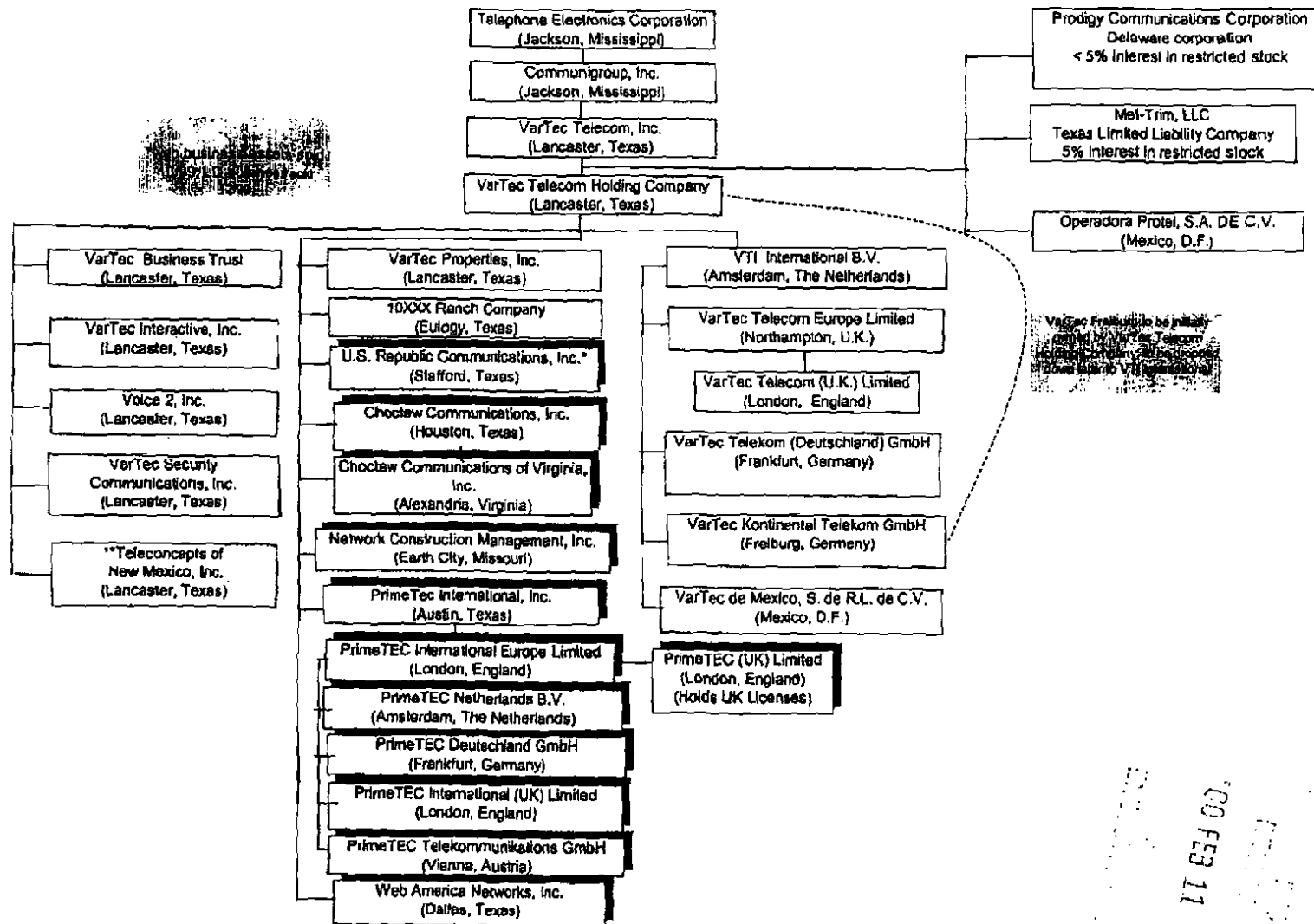
By: 
Henry Walker

HW/lw

cc: Melissa Smith
Eddie Roberson

POSTED
2-11-2000

VarTec Telecom, Inc.
Corporate Parents, Subsidiaries and Affiliates



POSTED
2-7-2004

** Dissolution of these entities is in process.

Confidential and Proprietary Information
VarTec Telecom, Inc.

Master Org Charts.000202.xls Tec & Subs
as of 2/2/00 6:42 PM

Watkins Ludlam Winter & Stennis, P.A.
ATTORNEYS AT LAW

633 North Stone Street (39202)
Post Office Box 427
Jackson, Mississippi 39205-0427
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Stanley Q. Smith
Shareholder
Resident in Jackson
(601) 949-1863
stsmith@watkinsludlam.com

March 26, 2001

010376 - TJ

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
Attn: Ms. Blanca Bayo, Director

Re: **CommuniGroup, Inc.**
Florida PSC Company Code TJ149; Certificate Number 5726

Dear Ms. Bayo:

The purpose of this letter is to advise the Florida Public Service Commission of a corporate restructure and reorganization in which the presently certificated Florida telecommunications provider, CommuniGroup, Inc., is now the holding company of its wholly-owned operating subsidiary, CommuniGroup of Jackson, Inc.

As a result of the corporate reorganization, CommuniGroup, Inc. respectfully requests the Commission's approval and transfer of its certificate to provide prepaid debit card and resold telecommunications services in Florida to CommuniGroup of Jackson, Inc. There will be no changes in the services provided to telecommunications customers in Florida, and, with the exception of the change in name, the Company will continue to operate under the same rates and tariff already on file with the Commission.

CommuniGroup of Jackson, Inc. was qualified to do business in Florida on January 30, 2001, and has registered the fictitious name "CommuniGroup" with the Florida Department of State on March 13, 2001. Copies of the Company's authorization to transact business, registration of fictitious name and an organizational chart showing the corporate structure are enclosed for your records.

In addition and pursuant to instructions received from Tom Williams, Florida PSC Department of Regulatory Oversight, also enclosed are labels for your convenience in replacing the name of the certificated telecommunications provider on the Tariff which is already on file with the Commission.

Gulfport, Mississippi

Jackson, Mississippi

632115 1/10/01 02574

DOCUMENT NUMBER - DATE

03969 MAR 30 2001

Olive Branch, Mississippi

PROCESSING REPORTING

Ms. Blanca Bayo

March 26, 2001

Page 2

If there are any questions, please do not hesitate to contact me at (601) 949-4863 or my assistant, Emily Merrill, at (601) 949-4715. Thank you in advance for your assistance regarding this matter.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.



Stanley Q. Smith

SQS/bem

Enclosures

cc: Tom Williams
James N.C. Moffat III

Gulfport, Mississippi

Jackson, Mississippi

Olive Branch, Mississippi

632116 1/06361 07874

CT CORPORATION SYSTEM

January 26, 2001

Mr. Scott Bunkley
Telephone Electronics Corporation
Box 22923
Jackson, MS 39225

RE: COMMUNIGROUP OF JACKSON, INC.
(Mississippi Domestic) Order #3530723

Dear Mr. Bunkley:

We appreciate your appointing CT process agent for the above named corporation in the State of Florida. As requested, we have forwarded the application with our signature as the agent to the state of Florida. In order for records to be established for the prompt forwarding of legal and tax matters, we will need the following information from you:

Photocopy of the evidence of filing you receive from the State;

Our invoice in connection with our representation will follow upon receipt of the above information.

Thank you for using CT!

Very truly yours,

Marné J. Hoffmann
Customer Specialist


mjh
Enclosure

120 South Central Avenue
Clayton, MO 63105
Tel. 314 863 5545
Fax 314 863 1576

A CCH LEGAL INFORMATION SERVICES COMPANY

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CommuniGroup of Jackson, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Mississippi 3. 64-0694679
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 30, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2001
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 700 South West Street, Jackson, MS 39201
(Principal office address)
Post Office Box 940, Jackson, MS 39205
(Current mailing address)
8. Long Distance Service (Telecommunications)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sean L. Emerick (Registered agent's signature) Asst. Secretary
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CommuniGroup of Jackson, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Scott Bunkley

(Name of Person)

Telephone Electronics Corporation

(Firm/Company)

236 East Capitol Street

(Address)

Jackson, MS 39201

(City/State and Zip code)

For further information concerning this matter, please call:

Scott Bunkley

(Name of Person)

at (601) 354-9070

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: See Attached _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert J. Healea
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert J. Healea: Vice President
(Typed or printed name and capacity of person signing application)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on April 30, 1984 the state of Mississippi issued a Charter/Certificate of Authority to:

COMMUNIGROUP OF JACKSON, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
January 25, 2001

Eric Clark

ERIC CLARK,
Secretary of State